

Question 1

Do you agree with our proposal to introduce a code provision ("CP") requiring an issuer's board to set culture in alignment with issuer's purpose, value and strategy?

是

Please give reasons for your views.

企业文化是企业治理的一项要素，其是企业愿景、使命及价值观的进一步具体化，更多地会体现于的企业或员工的决策与行为准则当中，从而在法律法规、规章制度等刚性约束之外形成有效补充，清晰良好的企业文化是实现企业组织目标的保证。

Question 2a

Do you agree with our proposal to introduce a CP requiring establishment of an anti-corruption policy?

是

Please give reasons for your views.

反贪污政策也是企业自身经营风险及员工个人道德风险的有效制度性保障。

Question 2b

Do you agree with our proposal to upgrade a Recommended Best Practice ("RBP") to CP requiring establishment of a whistleblowing policy?

是

Please give reasons for your views.

Question 3

Do you agree with our proposal to introduce a CP requiring disclosure of a policy to ensure independent views and input are available to the board, and an annual review of the implementation and effectiveness of such policy?

是

Please give reasons for your views.

Question 4a

Do you agree with our proposal regarding re-election of an independent non-executive director serving more than nine years ("Long Serving INEDs") to revise an existing CP to require (i) independent shareholders' approval; and (ii) additional disclosure on the factors considered, the process and the board or nomination committee's discussion in arriving at the determination in the explanation on why such Long Serving INED is still independent and should be re-elected?

是

Please give reasons for your views.

与 A 股相比，除国资或央企因特殊原因外，其实九年已算较长的任职期限，A 股一般要求不超过 6 年，满 6 年应尽快安排适当人选进行调整。

Question 4b

Do you agree with our proposal to introduce a CP requiring an issuer to appoint a new independent non-executive director ("INED") at the forthcoming annual general meeting where all the INEDs on the board are Long Serving INEDs, and disclosing the length of tenure of the Long Serving INEDs on the board on a named basis in the shareholders' circular?

是

Please give reasons for your views.

如果可以要求更严格些，可以披露其在任期内未表达意见或表达反对意见的情况

Question 5

Do you agree with our proposal to introduce a new RBP that an issuer generally should not grant equity-based remuneration (e.g. share options or grants) with performance-related elements to INEDs as this may lead to bias in their decision-making and compromise their objectivity and independence?

是

Please give reasons for your views.

虽考虑权益酬金不合理，但可考虑适当就独立董事津贴予以适当提高或管理层平均薪酬的百分

比，以保证其收益与履职责任与风险的配比。

Question 6a

Do you agree with our proposal to highlight that diversity is not considered to be achieved by a single gender board in the note of the Rule?

否

Please give reasons for your views.

董事的履职要求与性别并无关系，作为规则条文则必须遵守，董事会中女性比例低或者没有的现状，现实情况是公司无法从已可知的范围内找到满足履职条件的女性出任董事，上市公司在董事人员推荐与安排上，主要从其董事履职能力出发，很少会将性别作为一项评判因素。

Question 6b

Do you agree with our proposal to introduce a Mandatory Disclosure Requirement ("MDR") requiring all listed issuers to set and disclose numerical targets and timelines for achieving gender diversity at both: (a) board level; and (b) across the workforce (including senior management)?

否

Please give reasons for your views.

同意新增，但不建议作为强制性披露要求

Question 6c

Do you agree with our proposal to introduce a CP requiring the board to review the implementation and effectiveness of its board diversity policy annually?

是

Please give reasons for your views.

Question 6d

Do you agree with our proposal to amend the relevant forms to include directors' gender information?

是

Please give reasons for your views.

Question 7

Do you agree with our proposal to upgrade a CP to Rule requiring issuers to establish a nomination committee chaired by an INED and comprising a majority of INEDs?

是

Please give reasons for your views.

Question 8

Do you agree with our proposal to upgrade a CP to a MDR to require disclosure of the issuer's shareholders communication policy (which includes channels for shareholders to communicate their views on various matters affecting issuers, as well as steps taken to solicit and understand the views of shareholders and stakeholders) and annual review of such policy to ensure its effectiveness?

是

Please give reasons for your views.

Question 9

Do you agree with our proposal to introduce a Rule requiring disclosure of directors' attendance in the poll results announcements?

是

Please give reasons for your views.

Question 10

Do you agree with our proposal to delete the CP that requires issuers to appoint non-executive

directors for a specific term?

是

Please give reasons for your views.

Question 11

Do you agree with our proposal to elaborate the linkage in the Code by (a) setting out the relationship between corporate governance and environmental, social and governance ("ESG") in the introductory section; and (b) including ESG risks in the context of risk management under the Code?

是

Please give reasons for your views.

Question 12

Do you agree with our proposal to amend the Rules and the ESG Guide to require publication of ESG reports at the same time as publication of annual reports?

否

Please give reasons for your views.

主要原因在于会增加企业在人力与成本费用方面的投入，年报的相关工作也是有明确的披露时间要求，相关收集、整理、汇总、审阅修订复核等工作量较大；另外，同步刊发由于企业人员或精力不足，也会影响同步的两个报告的质量。如果要求同步，则企业必须在现有人员上进行更多的投入，这一时间上的提升，是否对企业或投资者与股东能够创造更多价值有待考虑。建议在年报后 1-2 个月内披露

Question 13

Do you have any comments on how the re-arranged Code is drafted in the form set out in Appendices III and IV to the Consultation Paper and whether it will give rise to any ambiguities or unintended consequences?

否

Please give reasons for your views.

Question 14

In addition to the topics mentioned in the Consultation Paper, do you have any comments regarding what to be included in the new guidance letter on corporate governance (i.e. CG GL) which may be helpful to issuers for achieving the Principles set out in the Code?

否

Please give reasons for your views.

Question 15a

Do you agree with our proposed implementation dates for all proposals (except the proposals on Long Serving INED): the financial year commencing on or after 1 January 2022?

是

Please give reasons for your views.

Question 15b

Do you agree with our proposed implementation dates for proposals on Long Serving INED: the financial year commencing on or after 1 January 2023?

是

Please give reasons for your views.